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Arizona Corporation Commission

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8 Attorneys for Liberty Utilities (Litchfield Park Water & Sewer) Corp.

9
10 **BEFORE THE ARIZONA CORPORATION COMMISSION**

11 IN THE MATTER OF THE APPLICATION
12 OF LIBERTY UTILITIES (LITCHFIELD
PARK WATER & SEWER) CORP. FOR
13 APPROVAL OF AN EXTENSION OF A
CERTIFICATE OF CONVENIENCE AND
14 NECESSITY TO PROVIDE WASTEWATER
UTILITY SERVICE IN MARICOPA
15 COUNTY, ARIZONA.

DOCKET NO: SW-01428A-15-0259

RESPONSE TO STAFF REPORT

16
17 Liberty Utilities (Litchfield Park Water & Sewer) Corp. (“Liberty Litchfield Park”
18 or “Company”) hereby responds to the Staff Report filed in the above-captioned matter on
19 April 5, 2016. Specifically, the Company opposes Staff’s recommendation that some of
20 the expansion area be left out of the CC&N extension. The Company does not believe
21 there are any extenuating circumstances warranting or justifying piecemeal extension of
22 the Company’s CC&N to include the Zanjero Trails development. As a result, Liberty
23 Litchfield Park joins the landowner in requesting that the Commission reject Staff’s
24 partial use of an Order Preliminary and, instead, issue a conditional CC&N extension for
25 the entire Zanjero Trails property. A conditional CC&N for all phases is in the public
26

1 interest because it would be far more efficient and avoid the disruption to the landowner's
2 plans that would arise from the unnecessary use of an Order Preliminary.

3 The Company also opposes Staff's recommendation that the Company be required
4 to expand its Palm Valley treatment plant to 6.55 MGD by December 31, 2021. Adoption
5 of this recommendation not only eliminates all of the Company's operation flexibility,
6 it risks saddling ratepayers with the cost of plant that is not yet used and useful.

7 The Company's opposition to these two Staff recommendations is addressed
8 below.

9 **BRIEF STATEMENT OF FACTS**

10 The disputes in this case do not involve the essential facts. As discussed in the
11 Application and in the Staff Report, Liberty Litchfield Park seeks an extension of its
12 wastewater CC&N to serve a roughly 1,700 acre property. A municipal corporation, the
13 Maricopa County Municipal Water Conservation District Number One ("MWD"), owns
14 the entire expansion area, which is being developed into the Zanjero Trails community.
15 The entire Zanjero Trails development is located in the water CC&N held by EPCOR
16 Water, and MWD has requested that Liberty Litchfield Park expand its wastewater CC&N
17 to include all of its property. MWD intends to fully develop the Zanjero Trails
18 development.

19 After several months of negotiation and cooperation, MWD and Liberty Litchfield
20 Park entered a master service agreement governing wastewater service to the entire
21 Zanjero Trails development. Liberty Litchfield Park is willing and able to extend
22 wastewater utility service to the entire Zanjero Trails property. A main transmission line
23 already connects Liberty Litchfield Park's system to the property such that the expansion
24 area will be served by Liberty Litchfield Park's regional wastewater treatment plant
25 known as the Palm Valley Water Reclamation Facility ("PVWRF"). These facts are not
26 in dispute.

1 Order Preliminary over a conditional CC&N. Staff does not identify any harm that would
2 arise from granting a conditional CC&N for all of MWD's property. In this light, an
3 Order Preliminary simply does not appear logical.

4 For one thing, one landowner owns the entire expansion area. The landowner,
5 MWD, has requested that all of its property, not some parts, be included in the Company's
6 wastewater CC&N. The entire expansion area is subject to one master wastewater utility
7 agreement and plan and all phases are already included in one water utility's CC&N.
8 There is simply nothing so unusual about this landowner and its plans that use of a
9 preliminary remedy is warranted. The conditional CC&N, recommended by Staff for
10 Phases I-II and traditionally approved by the Commission in CC&N extension dockets, is
11 more than adequate.

12 Understandably, MWD does not wish to be irrevocably bound to the current
13 phasing plan if market conditions change, and/or face the uncertainty of future regulatory
14 proceedings before Phases III-VI will have equal status. Without inclusion of the entire
15 Zanjero Trails development in Liberty Litchfield Park's CC&N, MWD may not be able to
16 close deals with prospective developers if that developer wishes to buy land in Phases III-
17 VI before Phases I and II. The bottom line is that MWD intends to develop the entire
18 Zanjero Trails development and the entire expansion area should be included in the
19 Company's CC&N subject to appropriate conditions. Put another way, there is no valid
20 reason or justification for arbitrarily including Phases I and II, but subjecting Phases III-
21 VI to a preliminary order.

22 A conditional CC&N was satisfactory in recent CC&N expansion proceedings for
23 Johnson Utilities and EPCOR Water. In Decision No. 74786 (October 24, 2014), Staff
24 also recommended an Order Preliminary with conditions.⁵ In that case, Staff asserted that
25

26 ⁵ *Johnson Utilities, L.L.C.*, Decision No. 74786 at 2:16-17.

1 an Order Preliminary was appropriate because (1) the planned development was “far into
2 the future;” and (2) the applicant was not in compliance with ADEQ requirements.⁶ Both
3 the utility and landowners opposed an Order Preliminary, and the Commission rejected
4 Staff’s recommendation. In sum, the Commission found that Staff had failed to articulate
5 a legitimate basis for the use of a preliminary order.⁷ In other words, the Commission was
6 not persuaded that an Order Preliminary was reasonable simply because part of a
7 development would take place further in the future.⁸

8 Staff did not even recommend an Order Preliminary in Decision No. 75293
9 (October 27, 2015). In that docket, EPCOR Water sought to extend its wastewater CC&N
10 to include roughly 4400 acres known as the Loop 303 Project.⁹ The Loop 303 Project
11 included three different residential developments owned by 20 different landowners
12 located not far from the Zanjero Trails property.¹⁰ The Staff Report in the EPCOR Water
13 CC&N docket discusses only the projections for the first five years, even though full build
14 out of the expansion area in the EPCOR Water CC&N case was estimated for 2045, some
15 30 years away.¹¹ The Commission issued a conditional CC&N for the entire Loop 303
16 Project area.¹²

17 Why Staff sometimes recommends an Order Preliminary and sometimes doesn’t is
18 unclear. Staff does not point to any policy, precedent, rule or guideline that identifies
19 when an Order Preliminary is favored over a conditional CC&N. Here, Staff simply

20 ⁶ Decision No. 74786 at 4:3-4, 7:3-5.

21 ⁷ Decision No. 74786 at 16:14-24.

22 ⁸ The Commission also rejected an Order Preliminary due to the utility’s ADEQ
23 compliance status (*see* Decision No. 74786 at 16), however, that aspect of the decision is
24 not relevant to the comparison for purposes of this proceeding.

24 ⁹ *EPCOR Water Arizona, Inc.*, Decision No. 75293 at 45:5-8, 46:21-22.

24 ¹⁰ Decision No. 75293 at 46:23-24.

25 ¹¹ Application for a New Certificate of Convenience and Necessity, filed January 27, 2015
26 in Docket No. WS-01303A-15-0018, Exhibit 6.

¹² Decision No. 75293 at 50:4-7.

1 draws an arbitrary line at the 10-year mark and says that anything estimated to be
2 completed beyond this line should be treated differently. Yet, just last year in the EPCOR
3 Water CC&N matter, Staff recommended a conditional CC&N for an area nearly three
4 times the size of Zanjero Trails, including three distinct developments owned by 20
5 different landowners to be built out over the next 30 years. Staff's inconsistent use of the
6 Order Preliminary, coupled with the Commission's recent rejection of "future"
7 development as a legitimate basis for use of this preliminary remedy, warrants rejection
8 again in this case.

9 That's particularly true here where Staff's Order Preliminary potentially harms
10 MWD and its development plans. Again, in this case, there is one landowner requesting
11 that one residential development, which is already entirely within one utility's water
12 CC&N, be included in Liberty's wastewater CC&N. There is simply no reason for an
13 Order Preliminary. Instead, the Commission should grant the requested CC&N expansion
14 subject to appropriate conditions.

15 **Disputed Recommendation:**

16 **Expansion of the Palm Valley Water Reclamation Facility to 6.55 MGD**
17 **By December 31, 2021**

18 Staff recommends that Liberty Litchfield Park be required to expand PVWRF to
19 6.55 MGD prior to build out of Zanjero Trails Phases 1 and 2, or by December 31, 2021.¹³
20 The Company does not know from where Staff has drawn its information, but suspects
21 that this recommendation is simply the result of a misunderstanding.

22 Liberty Litchfield Park is in the midst of expanding PVWRF from its present
23 treatment capacity of 5.1 MGD to a total capacity equal to 5.8 MGD. The Company
24

25 ¹³ Staff Report at 5. Staff further recommends that the Company file with Docket Control,
26 as a compliance item, a copy of the associated Certificate of Approval of Construction no
later than December 31, 2022. *Id.*

1 received Approvals to Construct for the expansion from 5.1 MGD to 5.8 MGD from
2 MCESD on August 13, 2015 and February 2, 2016.¹⁴ Although there also exists a
3 certificate of approval of proposed plan for the expansion of PVWRF up to 6.55 MGD,¹⁵
4 the Approval to Construct issued by MCESD is only for expansion up to 5.8 MGD.¹⁶
5 Liberty Litchfield Park does not need to expand PVWRF to 6.55 MGD to begin serving
6 Zanjero Trails. Liberty Litchfield Park will follow ADEQ and MCESD requirements for
7 future expansions, but sees no circumstances under which it will need to expand to 6.55
8 MGD by December 2021.

9 If Staff merely misunderstood, then this matter should be easily remedied.
10 The CC&N expansion can be conditioned on Liberty completing the expansion of
11 PVWRF to 5.8 MGD by December 31, 2021. If Staff is actually seeking to force the
12 Company to expand PVWRF to 6.55 MGD by December 31, 2021, the recommendation
13 should be eliminated because Liberty Litchfield Park does not need to expand PVWRF to
14 6.55 MGD to serve Phases I-II of Zanjero Trails.¹⁷ Therefore, if adopted, Staff's
15 recommendation to require Liberty Litchfield Park to expand PVWRF beyond 5.8 MGD
16 will result in an order to build treatment capacity that won't yet be needed. In turn,
17 because the Commission will have mandated the plant expansion, the Company's
18 customers would be saddled with the bill for the unnecessary expansion from 5.8 MGD to
19 6.55 MGD. If this was Staff's intended result, it certainly runs counter to prudence and
20 the public interest.

21
22
23 ¹⁴ Attached as **Exhibits B** and **C**.

24 ¹⁵ The Certificate of Approval of Proposed Plan with Stipulations is attached as
Exhibit D.

25 ¹⁶ See **Exhibits B** and **C**.

26 ¹⁷ Application, Exhibit 4 (Master Wastewater Plan) at 5.

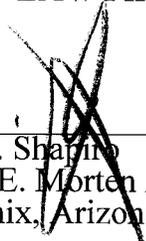
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RELIEF REQUESTED

For the reasons discussed above, and those stated in the concurrent filing by the landowner, MWD, Liberty Litchfield Park opposes Staff's recommendation for an Order Preliminary and seeks to have all six phases of Zanjero Trails included in a conditional CC&N extension order. Liberty Litchfield Park also asks that Staff's recommendation regarding PVWRF be modified or eliminated for the reasons discussed above.

RESPECTFULLY SUBMITTED this 19th day of April, 2016.

SHAPIRO LAW FIRM, P.C.

By: 
Jay L. Shapiro
1819 E. Morten Avenue, Suite 280
Phoenix, Arizona 85020

and

LIBERTY UTILITIES

Todd C. Wiley
Assistant General Counsel
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Avondale, Arizona 85392

Attorneys for Liberty Utilities (Litchfield Park Water & Sewer) Corp.

ORIGINAL and thirteen (13) copies of the foregoing filed this 19th day of April, 2016, with:

Docket Control
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

1 **COPY** of the foregoing hand-delivered
2 this 19th day of April, 2016, to:

3 Sasha Paternoster, ALJ
4 Hearing Division
5 Arizona Corporation Commission
6 1200 W. Washington Street
7 Phoenix, AZ 85007

8 **COPY** of the foregoing emailed & hand-delivered
9 this 19th day of April, 2016, to:

10 Robin Mitchell
11 Legal Division
12 Arizona Corporation Commission
13 1200 W. Washington Street
14 Phoenix, AZ 85007
15 rmitchell@azcc.gov

16 **COPY** of the foregoing emailed & mailed
17 this 19th day of April, 2016, to:

18 Sheryl Sweeney
19 Ryley Carlock & Applewhite
20 One North Central Avenue, Suite 1200
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22 ssweeney@rcalaw.com

23 Michele Van Quathem
24 Law Offices of Michele Van Quathem, PLLC
25 7600 N. 15th Street, Suite 150-30
26 Phoenix, AZ 85020
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By: *C Whitney Bink*

EXHIBIT A

LIBERTY UTILITIES (LITCHFIELD PARK WATER & SEWER) CORP.
DOCKET NOS. SW-01428A-15-0259
RESPONSES TO STAFF'S SECOND SET OF DATA REQUESTS

January 22, 2016

Respondent: Liberty Utilities (Litchfield Park Water & Sewer) Corp.

Address: 12725 W. Indian School Rd., Suite D-101
Avondale, AZ 85392

Company Response Number: DH 2-1

- Q. The "Anticipated Construction Year" for Phase I-IV listed in Table 2 (Exhibit 4, the Application), shows as:

Phase #	Anticipated Construction year
I	2015
II	2019
III	2023
IV	2027
V	2031
VI	2035

Staff has suggested that the table be updated to reflect the passage of 2015. Staff has emailed the following suggested updates to the Company. Please confirm that these changes are acceptable. If not, please submit the Company's proposed updates.

Phase #	Anticipated Construction year
I	2017
II	2021
III	2025
IV	2029
V	2033
VI	2037

**LIBERTY UTILITIES (LITCHFIELD PARK WATER & SEWER) CORP.
DOCKET NOS. SW-01428A-15-0259
RESPONSES TO STAFF'S SECOND SET OF DATA REQUESTS**

January 22, 2016

Respondent: Liberty Utilities (Litchfield Park Water & Sewer) Corp.

Address: 12725 W. Indian School Rd., Suite D-101
Avondale, AZ 85392

RESPONSE:

The Company has reviewed the above revised table showing anticipated construction years associated with each corresponding phase of the Zanjero Trails development. At this time, the Company does not have knowledge of a more accurate schedule. The Company has already received construction plans for certain areas within Phase 1. The Zanjero Trails project, like any other land development project, is market driven and is subject to scheduling changes. At this time, the above revised table as presented is acceptable to the Company.

EXHIBIT B



DATE: August 13, 2015
OWNER: Litchfield Park Service Company (LPSCo)

MCESD Project #: 2015070
SYSTEM ID #: 04-37-191

1001 N. Central Ave., Suite 150
Phoenix, AZ 85004
Phone: (602) 506-6666
Fax: (602) 506-6925
TDD: 602 506 6704
www.maricopa.gov/envsvc

CERTIFICATE OF APPROVAL TO CONSTRUCT WITH STIPULATIONS

PROJECT DESCRIPTION: LPSCo, Palm Valley Water Reclamation Facility (WRF) 5.1 to 5.8 Million Gallon per Day (MGD) Expansion, Phase 1 of 2.

Background: The certificate of approval of proposed plan (AOPP) for the expansion of the WRF from 5.1 to 6.55 MGD was approved by the Maricopa County Environmental Services Department (the Department) under MCESD Project #2015045. The 6.55 MGD AOPP was based on a BOD loading of 350 milligrams per liter (mg/l). Although historic BOD levels on either an average or a seasonal peak basis have never exceeded 350 mg/l trend line analysis indicates that BOD levels could exceed 350 mg/l prior to the next facility upgrade. As a consequence, the BOD loading has been revised from 350 to 375 mg/l and the design capacity reduced from 6.55 to 5.8 MGD. The 5.8 MGD expansion shall be submitted to the Department in two phases:

- two new sequencing batch reactor basins (SBR 3 and 4) and all associated pumps, valves, piping, instrumentation, and ancillary equipment (phase 1);
- new blower/electrical building (phase 1);
- five new blowers for SBR 3 and 4 (phase 1);
- new odor control system including chemical wet scrubber and carbon adsorber polisher for the new SBRs (phase 1);
- addition of one new influent screen (phase 2);
- addition of one new vortex grit removal system (phase 2);
- replacement of the grit classifier with a grit washer (phase 2);
- replacement of two filter feed vertical turbine pumps (phase 2);
- addition of one new tertiary disk filter (phase 2);
- replacement of four effluent vertical turbine pumps (phase 2)
- replacement of the original centrifuge system with a new higher capacity centrifuge system (phase 2);
- conversion of SBR 3A to Sludge Holding Tank #4 (phase 2);
- conversion of SBR 3B to Surge Tank #2 (phase 2); and
- two new supernatant pumps for Sludge Holding Tank #4 (phase 2).

Proposed Phase 1 of 2 Components: Phase 1 work under this certificate of approval to construct (ATC) includes:

- two new sequencing batch reactor basins (SBR 3 and 4) and all associated pumps, valves, piping, instrumentation, and ancillary equipment (phase 1);
- new blower/electrical building (phase 1);
- five new blowers for SBR 3 and 4 (phase 1); and
- new odor control system including chemical wet scrubber and carbon adsorber polisher for the new SBRs (phase 1).

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LOCATION: Goodyear, Maricopa County
T2N, R1W, SEC 33
33°27'56" N, -112°21'54" W
Palm Valley WRF
14222 West McDowell Road
Goodyear, AZ 85338

PROJECT OWNER: Litchfield Park Service Company
Attn. Mr. Matthew Garlick
12725 W. Indian School Road,
Suite D101
Avondale, AZ 85323

Pursuant to Arizona Administrative Code, Chapters 11 and 9 (AAC R18-11 and 9) and Maricopa County Environmental Health Code (MCEHC) Chapters II and V, this ATC for the above-described facilities as represented in the approved plan documents on file with the Department is hereby given subject to the following provisions:

1. This ATC is issued based on submission of: an application for ATC prepared by the Owner dated 07/15/2015; a project letter from AMEC Foster Wheeler dated 08/10/2015; a design report dated 11/2014 and sealed 08/07/2015 by Timothy S. LeClair, PE (#43824); design drawings and specifications sealed 08/07/2015 by Timothy S. LeClair, PE (#43824); a modified Arizona Discharge Elimination System (AZPDES) permit from Arizona Department of Environmental Quality (ADEQ); and equipment sheets from Parkson, Aerzen, and Evoqua Water Technologies LLC.
2. Any change in the approved design that may affect capacity, quality, flow, location or operational performance of the system shall be submitted to the Department for review, and Department approval shall be obtained prior to undertaking the work affected by the change.
3. This approval is void if major modifications occur to this system without the knowledge and consent of the Department.
4. Failure to comply with all conditions of this certificate may result in forfeiture and cancellation of this permit and may require the treatment facility to be immediately taken out of service.
5. When modifications have been completed, submit the following documentation to the Department:
 - an application for approval of construction certificate (AOC),
 - an engineer's certificate of completion (COC), and
 - equipment installation testing and calibration documentation.The Department will evaluate the submitted material, inspect the facility, and issue an interim approval of construction (IAOC) for the portion of completed work.
6. A Grade 4 daily on-site wastewater treatment operator (the Operator), certified by the ADEQ is required for this operation of this facility. The Operator in direct responsible charge shall be certified at the grade of the facility. Shift foremen or other operators in charge of the facility in the absence of the Operator shall be certified at a grade no lower than one grade below the grade of the facility.
7. The Owner/Operator shall make such tests and keep such records as are necessary to assure efficient operation of the treatment works. Following receipt of an AOC, records of plant operation shall be transmitted to the Department on approved forms on a regular basis and frequency as currently established with the current operation.
8. No connection may exist between potable water and non-potable water.
9. Provide hose racks at all hose bibb locations (both potable and non-potable).
10. Provide appropriate signage for all hose bibb connections (both potable and non-potable).
11. The Department reserves the right to modify this approval pursuant to future state regulations.

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12. Representative(s) of the Department shall be allowed access to the site to conduct inspections of this facility during reasonable hours.
13. No certificate shall be issued until all outstanding plan review fees are received by the Department pursuant to MCEHC Chapter I, Regulation 5, Plan Review Fee Schedule.
14. The Owner is responsible for obtaining all other permits related to the project from other agencies and authorities.

If construction has not commenced within one year of the plan approval date, or if there is a halt in construction of more than one year, or if construction is not completed within three years, this certificate will expire.

WATER AND WASTE MANAGEMENT DIVISION

By *Eric J. Kampanger, PE for*
Dale G. Bodiya, PE
Manager Water / Wastewater Treatment Program

Plan Approval Date: August 13, 2015

cc: Arizona Dept of Environmental Quality, WQEU, 1110 W Washington Street, Phoenix, AZ 85007
Kevin Chadwick, PE, MCESD, Water & Waste Division Manager
Timothy LeClair, PE, AMEC Foster Wheeler, 4600 E. Washington St, Ste 600, Phoenix, AZ 85034-191
MCESD Facility File
MCESD Project File
MCESD Sequential File

EXHIBIT C



DATE: February 02, 2016
OWNER: Litchfield Park Service Company (LPSCo)

MCESD Project #: 2015070
SYSTEM ID #: 04-37-191

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CERTIFICATE OF APPROVAL TO CONSTRUCT WITH STIPULATIONS

PROJECT DESCRIPTION: LPSCo, Palm Valley Water Reclamation Facility (WRF) 5.1 to 5.8 Million Gallon per Day (MGD) Expansion, Phase 1 of 2.

Background: The certificate of approval of proposed plan (AOPP) for the expansion of the WRF from 5.1 to 6.55 MGD was approved by the Maricopa County Environmental Services Department (the Department) under MCESD Project #2015045. The 6.55 MGD AOPP was based on a BOD loading of 350 milligrams per liter (mg/l). Although historic BOD levels on either an average or a seasonal peak basis have never exceeded 350 mg/l trend line analysis indicates that BOD levels could exceed 350 mg/l prior to the next facility upgrade. As a consequence, the BOD loading has been revised from 350 to 375 mg/l and the design capacity reduced from 6.55 to 5.8 MGD. The 5.8 MGD expansion shall be submitted to the Department in two phases:

- two new sequencing batch reactor basins (SBR 3 and 4) and all associated pumps, valves, piping, instrumentation, and ancillary equipment (phase 1);
- new blower/electrical building (phase 1);
- five new blowers for SBR 3 and 4 (phase 1);
- new odor control system including chemical wet scrubber and carbon adsorber polisher for the new SBRs (phase 1);
- addition of one new influent screen (phase 2);
- addition of one new vortex grit removal system (phase 2);
- replacement of the grit classifier with a grit washer (phase 2);
- replacement of two filter feed vertical turbine pumps (phase 2);
- addition of one new tertiary disk filter (phase 2);
- replacement of four effluent vertical turbine pumps (phase 2)
- replacement of the original centrifuge system with a new higher capacity centrifuge system (phase 2);
- conversion of SBR 3A to Sludge Holding Tank #4 (phase 2);
- conversion of SBR 3B to Surge Tank #2 (phase 2); and
- two new supernatant pumps for Sludge Holding Tank #4 (phase 2).

An approval to construct certificate (ATC) was issued for phase 1 08/13/2015. This current ATC is for phase 2 construction:

Proposed Phase 2 of 2 Components: Phase 2 work under this ATC includes:

- addition of one new influent screen (phase 2);
- addition of one new vortex grit removal system (phase 2);
- replacement of the grit classifier with a grit washer (phase 2);
- replacement of two filter feed vertical turbine pumps (phase 2);
- addition of one new tertiary disk filter (phase 2);
- replacement of four effluent vertical turbine pumps (phase 2)
- replacement of original centrifuge system with a new higher capacity centrifuge system (phase 2);
- conversion of SBR 3A to Sludge Holding Tank #4 (phase 2);
- conversion of SBR 3B to Surge Tank #2 (phase 2); and
- two new supernatant pumps for Sludge Holding Tank #4 (phase 2).

LPSCo, Palm Valley WRF Expansion from 5.1 to 5.8 MGD
Phase 2 of 2 Approval to Construct – February 02, 2016

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LOCATION: Goodyear, Maricopa County
T2N, R1W, SEC 33
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Palm Valley WRF
14222 West McDowell Road
Goodyear, AZ 85338

PROJECT OWNER: Litchfield Park Service Company
Attn. Mr. Matthew Garlick
12725 W. Indian School Road,
Suite D101
Avondale, AZ 85323

Pursuant to Arizona Administrative Code, Chapters 11 and 9 (AAC R18-11 and 9) and Maricopa County Environmental Health Code (MCEHC) Chapters II and V, this ATC for the above-described facilities as represented in the approved plan documents on file with the Department is hereby given subject to the following provisions:

1. This ATC is issued based on submission of: an application for ATC prepared by the Owner dated 07/15/2015; a project letter from AMEC Foster Wheeler dated 01/15/2016; a design report dated 11/2014 and sealed 08/07/2015 by Timothy S. LeClair, PE (#43824); design drawings and specifications sealed 12/15/2015 by Timothy S. LeClair, PE (#43824); a modified Arizona Discharge Elimination System (AZPDES) permit from Arizona Department of Environmental Quality (ADEQ); and equipment sheets from Parkson, Aerzen, and Evoqua Water Technologies LLC.
2. Any change in the approved design that may affect capacity, quality, flow, location or operational performance of the system shall be submitted to the Department for review, and Department approval shall be obtained prior to undertaking the work affected by the change.
3. This approval is void if major modifications occur to this system without the knowledge and consent of the Department.
4. Failure to comply with all conditions of this certificate may result in forfeiture and cancellation of this permit and may require the treatment facility to be immediately taken out of service.
5. When modifications have been completed, submit the following documentation to the Department:
 - an application for approval of construction certificate (AOC),
 - an engineer's certificate of completion (COC), and
 - equipment installation testing and calibration documentation.The Department will evaluate the submitted material, inspect the facility, and issue an interim approval of construction (IAOC) for the portion of completed work.
6. A Grade 4 daily on-site wastewater treatment operator (the Operator), certified by the ADEQ is required for this operation of this facility. The Operator in direct responsible charge shall be certified at the grade of the facility. Shift foremen or other operators in charge of the facility in the absence of the Operator shall be certified at a grade no lower than one grade below the grade of the facility.
7. The Owner/Operator shall make such tests and keep such records as are necessary to assure efficient operation of the treatment works. Following receipt of an AOC, records of plant operation shall be transmitted to the Department on approved forms on a regular basis and frequency as currently established with the current operation.
8. No connection may exist between potable water and non-potable water.
9. Provide hose racks at all hose bibb locations (both potable and non-potable).
10. Provide appropriate signage for all hose bibb connections (both potable and non-potable).
11. The Department reserves the right to modify this approval pursuant to future state regulations.

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12. Representative(s) of the Department shall be allowed access to the site to conduct inspections of this facility during reasonable hours.
13. No certificate shall be issued until all outstanding plan review fees are received by the Department pursuant to MCEHC Chapter I, Regulation 5, Plan Review Fee Schedule.
14. The Owner is responsible for obtaining all other permits related to the project from other agencies and authorities.

If construction has not commenced within one year of the plan approval date, or if there is a halt in construction of more than one year, or if construction is not completed within three years, this certificate will expire.

WATER AND WASTE MANAGEMENT DIVISION

By *Eric J. Kaupanger, PE* For
Dale G. Bodiya, PE
Manager Water / Wastewater Treatment Program

Plan Approval Date: February 02, 2016

cc: Arizona Dept of Environmental Quality, WQEU, 1110 W Washington Street, Phoenix, AZ 85007
Kevin Chadwick, PE, MCESD, Water & Waste Division Manager
Timothy LeClair, PE, AMEC Foster Wheeler, 4600 E. Washington St, Ste 600, Phoenix, AZ 85034-1911
MCESD Facility File
MCESD Project File
MCESD Sequential File

EXHIBIT D



Maricopa County

Environmental Services

Water and Waste Management Division

1001 N. Central Ave., Suite 150
Phoenix, AZ 85004
Phone: (602) 506-6666
Fax: (602) 506-6925
TDD: 602 506 6704
www.maricopa.gov/envsvc

DATE: April 30, 2015
OWNER: Litchfield Park Service Company (LPSCo)

MCESD Project #: 2015045
SYSTEM ID #: 04-37-191

CERTIFICATE OF APPROVAL OF PROPOSED PLAN WITH STIPULATIONS

PROJECT DESCRIPTION: LPSCo, Palm Valley Water Reclamation Facility (WRF) 6.55 Million Gallon per Day (MGD) Expansion. The certificate of approval of proposed plan (AOPP) involves the expansion of the WRF from 5.1 to 6.55 MGD.

The conceptual expansion includes:

- two new sequencing batch reactor (SBR) trains;
- conversion of existing basins to additional surge tank and sludge holding tank capacity;
- one new influent screen;
- one new grit system;
- one new cloth-disk tertiary filter;
- one new influent pump;
- two tertiary filter feed pump replacements;
- four effluent pump replacements;
- two new supernatant pumps;
- a new sludge dewatering system;
- a new odor control yard; and
- a new blower building.

LOCATION: Goodyear, Maricopa County
T2N, R1W, SEC 33
33°27'56" N, -112°21'54" W
Palm Valley WRF
14222 West McDowell Road
Goodyear, AZ 85338

PROJECT OWNER: Litchfield Park Service Company
Attn. Mr. Matthew Garlick
12725 W. Indian School Road,
Suite D101
Avondale, AZ 85323

Pursuant to Maricopa County Environmental Health Code (MCEHC) Chapters II and V, this AOPP for the above-described facilities as represented in the approved plan documents on file with the Maricopa County Environmental Services Department (the Department) is hereby given subject to the following provisions:

1. This certificate is based on submission of: an application for AOPP prepared by the Owner dated 04/21/2015; a design report dated 11/2014 and sealed 11/24/2014 by Timothy S. LeClair, PE (#43824); and 60% design drawings by Amec Foster Wheeler.
2. Approval to construct is not granted with the AOPP. Construction shall require an approval to construct application package and receipt by the Owner of an approval to construct certificate (ATC).
3. Any change in the approved plan that may affect capacity, quality, flow, location or operational performance of the WRF shall be submitted to the Department for review, and approval shall be obtained prior to undertaking the work affected by the change.
4. This approval is void if major modifications occur to this system without the knowledge and consent of the Department.
5. Failure to comply with all conditions of this certificate may result in forfeiture and cancellation and may require the treatment facility to be immediately taken out of service.

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6. A minimum Grade 4 wastewater treatment system operator, certified by the Arizona Department of Environmental Quality (ADEQ) is required for this facility.
7. No connection may exist between potable water and non-potable water.
8. Provide appropriate signage for all hose bibb connections (both potable and non-potable).
9. Representative(s) of the Department shall be allowed access to the site to conduct inspections of this facility during reasonable hours.
10. The Department reserves the right to modify this approval pursuant to future state regulations.

WATER AND WASTE MANAGEMENT DIVISION

By *Eric J. Kaysanger, PE for*

Dale G. Bodiya, PE
Manager Water / Wastewater Treatment Program

Plan Approval Date: April 30, 2015

cc: ADEQ, WQEU, 1110 W Washington St, Phoenix, AZ 85007
Arizona Corporation Commission, Utilities Division - Engineering Section, 1200 W Washington Street,
Phoenix, AZ 85007-2996
Kevin Chadwick, PE, MCESD Manager, Water & Waste Management Division
Timothy LeClair, PE, AMEC Foster Wheeler, 4600 E Washington St, Ste 600, Phoenix, AZ 85034
MCESD Facility File
MCESD Project File
MCESD Sequential File